

CRUMBS BAKE SHOP, INC.
(Chapter 11 Bankruptcy Petition)

UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned, being all of the members of the Board of Directors (the “Directors”) of Crumbs Bake Shop, Inc., a Delaware corporation (the “Company”), do hereby consent to and adopt the following resolutions as of this 11th day of July, 2014:

WHEREAS, in light of the Company’s current financial condition, the Directors have investigated, discussed and considered all options for addressing the Company’s financial challenges and, after consultation with the Company’s advisors, have concluded that it is in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”); and

WHEREAS, that given insufficient liquidity, the Directors of the Company directed the officers of the Company to explore all means for obtaining financing to ensure the Company did not accrue liabilities to creditors and employees beyond its means to pay and that failing to obtain such financing, determined at a meeting held on July 6, 2014 that it was desirable and in the best interests of the Company, its creditors, employees and other interested parties that the Company cease operations at the close of business on July 7, 2014; now therefore be it

RESOLVED, that in the judgment of the Directors of the Company, it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the Bankruptcy Code; and it is further

RESOLVED, that any officer of the Company is hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of New Jersey at such time as said officer executing the same shall determine; and it is further

RESOLVED, that the law firm of Cole, Schotz, Meisel, Forman & Leonard, P.A. is hereby employed as attorneys for the Company in the Chapter 11 case, subject to Bankruptcy Court approval; and it is further

RESOLVED, that any officer of the Company is hereby authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers and, in that connection, to employ and retain all assistance by legal counsel, accountants, financial advisors, liquidators and other professionals, and to take and perform any and all further acts and deeds they deem necessary, proper or

desirable in connection with the successful prosecution of the Chapter 11 case; and it is further

RESOLVED, that any officer of the Company is hereby authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, including without limitation, the amendment of any organizational, constitutional or similar documents of subsidiaries of the Company for the preservation of such entities and/or the value of the estate, and to take such action as in the judgment of such officer shall be or become necessary, proper and desirable to effectuate an orderly liquidation of the Company's assets; and it is further

RESOLVED, that the filing by the Company of a petition seeking relief under the provisions of the Bankruptcy Code shall not dissolve the Company; and it is further

RESOLVED, that any and all past actions heretofore taken by any officer of the Company in the name and on behalf of the Company in furtherance of any or all of the proceeding resolutions be, and the same hereby are, ratified, confirmed and approved; and it is further

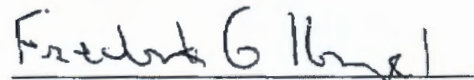
RESOLVED, that this Written Consent shall serve in lieu of a special meeting of the Directors of the Company and the undersigned hereby waive all requirements as to notice of a meeting; and it is further

RESOLVED, that this Written Consent may be executed in order or more counterparts, each of which will be deemed to be an original copy, and all of which, when taken together, will be deemed to constitute on and the same Written Consent. 'Pdf' and facsimile signatures shall be sufficient for the execution of this Written Consent.

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IN WITNESS WHEREOF, the undersigned have executed this Written Consent of the Board of Directors of Crumbs Bake Shop, Inc. as of the date set forth above.

DIRECTORS:


FREDERICK G. KRAEGEL
Chairman of the Board

EDWARD M. SLEZAK

HAROLD L. KESTENBAUM

STEPHEN Z. FASS

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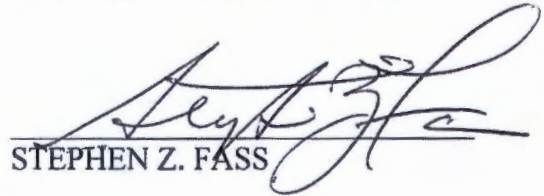
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